

#### Ken and Linda Lay Balance Sheet Comparison March 31, 2000

Current Assets	<b>2/29/00</b> 3,396,565	<u>3/31/00</u> 4,452,914	<b>Variance</b> 1,056,349	Reclassification of Y2K
Marketable Investments				Energy to Note Rec. from LT Investment per David
Com & Pref Stocks	116,587,277	140,973,629	24,386,352	ENE inc. \$6.12 from pr. Mo.; CPQ inc \$1.625 from pr. Mo.; St op exe-add 653,452 shs ENE Add'l stocks in PW \$2.8M; Harris Bretall; Questia Media; 40,000 sh ENE gifted to Fam Fd
Executive Stock Options	166,264,082	170,785,621	4,521,539	300,000 Stock Opt Exe; ENE inc. \$6.12 from pr. Mo.;
Bonds	234,541	236,075	1,534	
Mutual Funds	11,671,754	16,196,568	4,524,814	Add'I funds to TCW-\$5M
Partnerships (Family)*	51,534,106	56,755,703	5,221,597	ENE inc. \$6.12 from pr. Mo.; CPQ inc \$1.625 from pr. Mo.;
Long Term Investments	34,488,360	34,414,974	(73,386)	Reclassification of Y2K
				Energy vs. New Investments.
Retirement/Deferred Assets	57,311,976	61,317,162	4,005,186	ENE inc. \$6.12 from pr. Mo.;
Personal Non Earning Assets	2,199,833	2,332,727	132,894	Mercedes & Home Furnishings
Current Liabilities	(52,110,742)	(64,386,322)	(12,275,580)	\$11.42M New Invest.; remaining expenses
Long Term Liabilities	(114,905,774)	(120,512,632)	(5,606,858)	Increase. in Deferred Tax Liab. due to increase stock opt.;
Business Liabilities	(167,735)	(176,487)	(8,752)	
NET WORTH	\$276,504,243	\$ 302,389,932	25,885,689	

#### **CONTINGENT LIABILITIES:**

Ken and Linda have guaranteed a mortgage in the amount of \$900,000 maturing on January 1, 2014 with an interest rate of 6.88% at Bank of America for their daughter, Robyn Vermeil. This loan is collateralized by property appraised at \$965,000 as of December 9, 1998.

Ken has also guaranteed three unsecured notes in the amounts of \$185,000.00 maturing on May 27, 2000 and \$1,200,000 plus \$150,000 maturing on June 25, 2000 (totaling \$1,535,000) at an interest rate of 30-Day LIBOR +1.5% at Bank of America for his sister, Sharon Lay.

\* Value based on FMV of partnership assets. No discount for partnership interest is shown.



	Balance	% of Total Assets	% of Working Assets
ASSETS			
CURRENT ASSETS			
Cash on Hand:			
CASH ON HAND/SK	153.41	.0%	.0
CASH ON HAND/PSTOKES	489.12	.0%	.0
CASH ON HAND/MSTURGIS	193.00	.0%	.0
CASH ON HAND/LEONA	381.63	.0%	.0
Total Cash on Hand:	1,217.16	.0%	.0
Checking Accounts:			
BANK OF AMERICA 0707	54,093.45	.0%	.0
BANK OF AMERICA 0/0/ BANK OF AMER/CONTRIBUTIONS	311.39	.0%	.0
<u> </u>	<b>-2</b> ,668.67	.0%	.0
BANK OF AMER/LPL PROP	•	.0%	.0
BANK OF AMER/STOKES	3,207.85		
VECTRA BANK	1,794.70	.0%	.0
UNITY 109-900	5,268.38	.0%	.0
Total Checking Accounts:	62,007.10	.0%	.0
Money Market Accounts:			
WASHINGTON DC ACCT	90,000.00	.0%	.0
Total Money Market Accounts:	90,000.00	.0%	.0
Brokerage Accounts:			
CHARLES SCH-CAPROCK/SCH-CR	169,016.14	.0%	.0
GOLDMAN SACHS/GS-61	102,671.67	.0%	.0
GOLDMAN SACHS/GS-42	41,018.06	.0%	.0
PAINE WEBBER MMA/PW-KLL	.02	.0%	.0
PAINE WEBBER CYPRESS/PW-98	-6,998.95	.0%	.0
PAINE WEBBER HB/PW-38	34,555.55	.0%	.0
SANDERS MORRIS MMA/SMM-JT	.98	.0%	.0
	1,037.51	.0%	.0
WATERHOUSE SEC-MMA/WSI	341,300.98	.1%	.1
Total Brokerage Accounts:	341,300.98	.170	.1
Savings Accounts:			
ENRON CREDIT UNION/KLL	44.26	.0%	.0
Total Savings Accounts:	44.26	.0%	.0
Treasury Bills:			
SAVINGS BONDS	2,400.00	.0%	.0
Total Treasury Bills:	2,400.00	.0%	.0
Total Treasury Diris.	<u>_</u> ,		
Short-term Receivables:	410.000.00	10/	.1
ACCT RECV-TDH	410,000.00	.1%	
ACCT RECV-TDH (AVALON)	171,550.04	.0%	.0
ACCT RECV-MKL	190,278.26	.0%	.0

## Kenneth L. & Linda P. Lay BALANCE SHEET ANALYSIS

As of: March 31, 2000

	Balance	% of Total Assets	% of Working Assets
ACCT RECV-RENT DEP (#1000)	2,102.08	.0%	.0.
ACCT RECV-S. HOBBS	112,500.00	.0%	.0
ACCT RECV-D. HOBBS	112,500.00	.0%	.0
ACCT RECV-RRH	20,000.00	.0%	.0
ACCT RECV-RRH (DICKEY)	135,000.00	.0%	0.
ACCT RECV-BJONES	107,106.19	.0%	.0
ACCT RECV-RV	84,643.00	.0%	.0
ACCT RECV-JWALLS	1,447.47	.0%	.0
ACCT RECV-JAL	7,878.89	.0%	.0
ACCT RECV-E MCELROY	5,150.00	.0%	.0
ACCT RECV-STOERNER	7,000.00	.0%	.0
ACCT RECV-RANDY GRAY	20,000.00	.0%	.0
ACCT RECV-Y2K ENERGY CO.	1,110,000.00	.2%	.2
Total Short-term Receivables:	2,497,155.93	.5%	.5
Notes Receivable:			
FAM PTRNS ANNUITY-2/KLL	730,081.17	.1%	.2
FAM PTRNS ANNUITY-2/LPL	728,707.10	.1%	.2
Total Notes Receivable:	1,458,788.27	.3%	.3
OTAL CURRENT ASSETS	4,452,913,70	.9%	.9

		Balance	% of Total Assets	% of Working Assets
MARKETABLE INVESTMENTS				
Enron Corp.	\$	110,533,020.86		
Common Stock	J	10,087,157.45		
Fayez Sarofim MgmtCom		3,361,574.65		
Sanders Morris Mundy-Com		1,056,141.21		
Cypress Asset MgmtCom.		4,141,522.58		
Goldman Sachs-Com		2,381,366.52		
Goldman Sachs-Internet		1,995,901.90		
Caprock Capital Advisors		908,188.57		
Paine Webber Core Hold.		3,602,257.23		
Harris Bretall		881,494.83		
Vested Exec Stock Options:				
CPQ ESO 4-97 5000SH (98)		53,600.00	.0%	.0
CPQ ESO 4-97 25000SH (99)		268,000.00	.1%	.1
CPQ ESO 4-97 4370SH		81,850.10	.0%	.0
CPQ ESO 4-98 2,424 SHS		29,839.44	.0%	.0
ENE ESO 2-94 168,000 SHS		9,765,000.00	2.0	2.0
ENE ESO 2-94 460,000SHS		26,622,500.00	5.5	5.5
ENE ESO 12-94 180,560 SHS		10,765,890.00	2.2	2.2
ENE ESO 12-94 84,670 SHS		5,048,448.75	1.0	1.0
ENE ESO 12-95 203,140 SHS		11,338,259.10	2.3	2.3
ENE ESO 1-96 147,700 SHS		8,344,311.50	1.7	1.7
ENE ESO 12-96 118,620 SHS		6,324,225.30	1.3	1.3
ENE ESO 1-97 113,090 SHS		5,951,361.25	1.2	1.2
ENE ESO 1-97 935,000 SHS		49,727,975.00	10.2	10.3
ENE ESO 1-98 95,388 SHS		5,228,693.22	1.1	1.1
ENE ESO 12-98 590,650 SHS		13,686,883.47	2.8	2.8
ENE ESO 12-99 325,000SHS		12,247,625.00	2.5	2.5
ENE ESO 1-00 192,309SHS		5,300,997.59	1.1	1.1
ENE ESO 2-00 13 SHS		160.88	.0%	.0
Total Vested Exec Stock Options:		170,785,620.60	35.0	35.2
Preferred Stocks:				
DR RED DUKE INC 52,632 SHS		100,000.80	.0%	.0
ECOUTLOOK,COM 50,000 SH		200,000.00	.0%	.0
INDX SOFTWARE 18588/SMM-JT		50,001.72	.0%	.0
NET EXPLOR P2,000SH/SMM-JT		100,000.00	.0%	.0
OPENPLUS 7,500SH/SMM-JT		75,000.00	.0%	0.
QUESTIA MEDIA 558,306 SH		1,500,000.73	.3%	.3
Total Preferred Stocks:		2,025,003.25	.4%	.4

Corporate Bond-Convertibl:

	Balance	% of Total Assets	% of Working Assets
LAKEWOOD SPORT CONV/SMM-JT	52,250.00	.0%	.0
LAKEWOOD SPORT-1/SMM-JT	52,250.00	.0%	.0
LAKEWOOD SPRT CONV2/SMM-JT	30,041.00	.0%	.0
EARTHCARE CO DEB/SMM-JT	100,000.00	.0%	.0
EARTHCARE CO 1534SH/SMM	1,534.00	.0%	.0
Total Corporate Bond-Convertibl:	236,075.00	.0%	0.
Mutual Funds:			
GS 1999 EXCH FND/GS	7,319,544.00	1.5	1.5
PW STRATEGY FUND/PW-94	1,021,000.00	.2%	.2
TCW SELECT EQUITIES FUND	1,462,549.07	.3%	.3
TCW AGRESSIVE GRWTH/NB	1,034,649.90	.2%	.2
TCW AGRESSIVE GROWTH/NB	885,463.03	.2%	.2
TCW AGRESSIVE GROWTH 3/00	2,316,783.22	.5%	.5
TCW SMALL GROWTH FUND	2,156,578.94	.4%	.4
Total Mutual Funds:	16,196,568.16	3.3	3.3
Partnerships-other:			
KLL & LPL INVESTMENT PTRNS	55,333,442.00	11.4	11.4
KLL & LPL FAMILY PTRNS	1,422,261.00	.3%	.3
Total Partnerships-other:	56,755,703.00	11.6	11.7
TOTAL MARKETABLE INVESTMENTS	384,947,595.81	79.0	79.3
LONG-TERM INVESTMENTS			
Residence:			
REAL ESTATE/HUNTINGDON	9,784,741.19	2.0	2.0
REAL ESTATE/LOOSCAN	1,290,970.27	.3%	.3
Total Residence:	11,075,711.46	2.3	2.3
Real Estate Other Homes:			
REAL ESTATE/ASPEN	2,863,697.02	.6%	.6
REAL ESTATE/B-3431	447,544.79	.1%	.1
REAL ESTATE/SPRING ST	5,238,726.37	1.1	1.1
PIRATES' COVE LOTS	299,742.66	.1%	.1
REAL ESTATE/B-3429	695,917.34	.1%	.1
REAL ESTATE/B-3433	859,132.60	.2%	.2
REAL ESTATE/REBA	492,639.61	.1%	.1
REAL ESTATE/CREEKSTONE LOT	1,679,069.25	.3%	.3
REAL ESTATE/WESTGATE	283,195.50	.1%	.1
REAL ESTATE/2514 AVALON	283,421.38	.1%	.1
Total Real Estate Other Homes:	13,143,086.52	2.7	2.7
Real Estate Active Rental:			_
REAL ESTATE/1741SR	147,309.00	.0%	.0
REAL ESTATE/1852MAR	104,044.97	.0%	0.

	Balance	% of Total Assets	% of Working Assets
REAL ESTATE/1856MAR	171,116.43	.0%	.0
REAL ESTATE/1918SR	243,231.08	.0%	.1
REAL ESTATE/KINGS	190,000.00	.0%	.0
REAL ESTATE/VIKING	60,000.00	.0%	.0
REAL ESTATE/MEXICO MO	240,026.00	.0%	.0
Total Real Estate Active Rental:	1,155,727.48	.2%	.2
Real Estate Passive:			
BLENHEIM APARTS, LTD.	225,000.00	.0%	0
COLORADO OASIS LTD.	254,888.00	.1%	
CREEKSTONE SOUTH RICE PTRS	300,000.00	.1%	1
LAKE CHARLES APTS., LTD.	240,000.00	.0%	0
JESTER APTS PARTNERS,LP	470,000.00	.1%	.1
TRAILSIDE APTS, LTD.	500,000.00	.1%	1
MILAND INVESTMENTS LLC	163,328.60	.0%	U.
J.T.FAM,SR. INVEST., LTD.	289,080.00	.1%	.1
W.E. TRADE INVESTMENTS LTD	252,450.00	.1%	.1
W.A.REHAUSENLOT INV LTD	118,305.00	.0%	.0
Total Real Estate Passive:	2,813,051.60	.6%	.6
Farming Interests:			
11ACRES ILLINOIS	4,500.00	.0%	.0
Total Farming Interests:	4,500.00	.0%	.0
Other Investment-Passive:			
CAPRICORN INVESTORS II LP	574,449.00	.1%	.1
CAPRICORN INVESTORS III	16,352.00	.0%	.0
CARSON PRIV CAP EUROPE LP	1,050,000.00	.2%	.2
CARSON LEGEND LP	250,000.00	.1%	.1
CORPORATE OPPT FUND/SMM-JT	228,750.00	.0%	.0
CHAMPION L.L.C/SMM-JT	100,000.00	.0%	.0
CON-EQUIP LLC/SMM-JT	100,000.00	.0%	.0
CON-EQUIP II LLC/SMM-JT	43,600.00	.0%	.0
ENVIR OPP 500,000SH/SMM-JT	310,000.00	.1%	.1
ENVIRON OPP FUND II/SMM-JT 🔑	112,800.00	.0%	.0
HOUSTON NFL HOLDINGS 2.5%	2,500,000.00	.5%	.5
KESTREL VENTURES, LLC	59,920.00	.0%	.0
MV PTRNS-CYBER DIALOGUE	346,500.00	.1%	.1
SANDERS OPPORT FUND/SMM-JT	500,000.00	.1%	.1
USA CAFE LLC/SMM-JT	30,526.00	.0%	.0
Total Other Investment-Passive:	6,222,897.00	1.3	1.3
TOTAL LONG-TERM INVESTMENTS	34,414,974.06	7.1	7.1

RETIREMENT/DEFERRED ASSETS IRA:

	Balance	% of Total Assets	% of Working Assets
PAINE WEBBER-IRA/KLL-PW	66,742.30	.0%	.0
Tomi IRA:	66,742.30	.0%	.0
IRA/Spouse:			
PAINE WEBBER-IRA/LPL-PW	66 936 74	00/	•
	66,826.74	.0%	.0
Total IR.A/Spouse:	00,820.74	.0%	.0
Retirement Plan:			
ENRON-RETIREMENT	4,093,696.00	.8%	.8
ENRON SAVINGS RO/PW401K	6,104,409.00	1.3	1.3
ENRON SAV RO MMA/PW401K	20,545.27	.0%	.0
ENRON SCUD RO/PW-02	417,116.74	.1%	.1
ENRON SAVINGS 401(K)	1,364,496.54	.3%	.3
ENRON ESOP	6,720.78	.0%	.0
FID GROWTH CO 401(K)/KLL	29,040.78	.0%	.0
FID OTC 401(K)/KLL	19,407.28	.0%	.0
FID OVERSEAS 401(K)/KLL	25,790.80	.0%	.0
FID MAGELLAN 401(K)/KLL	63,499.00	.0%	.0
MANULIFE ANN KLL/PW-R	3,511,650.00	.7%	.7
MANULIFE ANN LPL/PW-R	2,519,050.00	.5%	.5
Total Retirement Plan:	18,175,422.19	3.7	3.7
Deferred Compensat'n Plan:			
HNG PLAN-85	69,670.00	.0%	.0
ENRON DEFERRED COMP-85	3,529,400.68	.7%	.7
ENRON DEFERRED COMP-94	1,071,019.12	.2%	.2
ENRON PHANTOM STOCK DEF	37,337,017.75	7.7	7.7
ELI LILLY DEFERRED COMP	1,001,063.44	.2%	.2
Total Deferred Compensat'n Plan:	43,008,170.99	8.8	8.9
TOTAL RETIREMENT/DEFERRED ASSETS	61,317,162.22	12.6	12.6
TOTAL WORKING ASSETS	485,132,645.79	99.5	100.0
PERSONAL/NON-EARNING ASSET			
Automobile(s):	C 22 C 22	00/	
90 JEEP WRANGLER	6,825.00	.0%	
92 4WD JEEP CHEROKEE	11,750.00	.0%	•
93 MERCEDES 600SL	63,975.00	.0%	
95 LT SUBURBAN CHEVY	21,365.22	.0%	
96 RANGE ROVER	43,525.00	.0%	
99 MERCEDES ML430	52,693.33	.0%	
97 SUBURBAN CHEVY	29,893.30	.0%	
00 MERCEDES S500V	98,701.59	.0%	,
00 MERCEDES ML55	73,348.19	.0%	
00 MERCEDES G500 LWB	20,000.00	.0%	
00 YELLOW JEEP WRANGLER	23,259.26	.0%	

		Balance	% of Total Assets	% of Working Assets
00 SILVER JEEP WRANGLER		23,303.14	.0%	-
00 RED JEEP WRANGLER		22,450.70	.0%	
Total Automobile(s):		491,089.73	.1%	
Home Furnishings:				
HOME FURNISHINGS/HUNT		1,067,504.54	.2%	
HOME FURNISHINGS/LOOSCAN		42,025.59	.0%	
HOME FURNISHINGS/ASPEN		138,984.11	.0%	
HOME FURNISHINGS/B-3431		163,984.20	.0%	
HOME FURNISHINGS/B-3429		80,833.15	.0%	
HOME FURNISHINGS/B-3433		93,818.41	.0%	
HOME FURNISHINGS/SPRING		134,424.44	.0%	
Total Home Furnishings:		1,721,574.44	.4%	
Other Vehicles & Equip:				
BW 21' OUTRAGE BOAT		49,327.00	.0%	
DUFFY 18' ELECTRIC BOAT		14,131.25	.0%	
HURRICANE 19'		22,695.14	.0%	
SPIRIT CANOE		406,43	.0%	
SUPER SPORT BOAT 1997		33,502.74	.0%	
Total Other Vehicles & Equip:		120,062.56	.0%	
TOTAL PERSONAL/NON-EARNING AS:	SET	2,332,726.73	.5%	
TOTAL ASSETS		487,465,372.52	100.0	
LIABILITIES				
CURRENT LIABILITIES				
Credit Cards:				
AMER. EXPRESS/RL		-26,018.06	.0%	.0
AMERICAN EXPRESS		-20,616.00 -41,495.95	.0%	.0
MASTERCARD 5551		4,272.72	.0%	.0
NEIMAN MARCUS 1314		-46,658.66	.0%	.0
NEIMAN MARCUS 7487		-213.57	.0%	.0
VISA GOLD 4151		5,244.87	.0%	.0
Total Credit Cards:		-104,868.65	.0%	.0
	: ;	10 1,000100		
Notes Payable:	-			
CHASE BANK LOC		6,867,000.00	1.4	1.4
COMPASS BANK LOC		5,689,871.12	1.2	1.2
BANK OF AMER \$37.5M NON		32,209,999.56	6.6	6.6
PAINE WEBBER-LOC/PW-97		15,099,559.52	3.1	3.1
ACCT PAYABLE (ST)-ENRON		245,674.07	.1%	.1
Total Notes Payable:		60,112,104.27	12.3	12.4
Security Deposits:				

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As of: March 31, 2000

	Balance	% of Total Assets	% of Working Assets
SEC DEPOSIT/Z-1918SR	1,550.20	.0%	.0
SEC DEPOSIT/Z-1856MAR	125.00	.0%	.0
SEC DEPOSIT/Z-MCDUF	150.00	.0%	.0
Total Security Deposits:	1,825.20	.0%	.0
Margin Acet Liability:			
PAINE WEBBER MARGIN/PW-99	1,560,051.86	.3%	.3
PAINE WEBBER MARGIN/PW-94	2,817,208.84	.6%	.6
Total Margin Acet Liability:	4,377,260.70	.9%	.9
TOTAL CURRENT LIABILITIES	64,386,321.52	13.2	13.3
LONG-TERM LIABILITIES			
Home Mortgage:			
BANK OF AMER/LOOSCAN	624,021.26	.1%	.1
BANK OF AMER/HUNTINGDON	4,410,103.01	.9%	.9
BANK OF AMER/HUNT #2 LIEN	494,931.54	.1%	.1
BANK OF AMER/HUNT #3 LIEN	495,896.49	.1%	.1
Total Home Mortgage:	6,024,952.30	1.2	1.2
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Other Real Estate Mtge:			
BANK OF AMER/ASPEN	1,526,927.99	.3%	.3
CITICORP MORTGAGE/B-3431	220,228.89	.0%	.0
BANK OF AMER/LOTS	101,153.24	.0%	.0
BANK OF AMER/B-3429	245,284.83	.1%	.1 -
BANK OF AMER/B-3433	531,121.44	.1%	.1
BANK OF AMER/REBA	322,997.34	.1%	.1
BANK OF AMER/2514 AVALON	225,000.00	.0%	.0
BANK OF AMER/CREEKSTONE	1,200,000.00	.2%	.2
BANK OF AM/SPRING ST	4,288,161.70	.9%	.9
Total Other Real Estate Mtge:	8,660,875.43	1.8	1.8
Investment Liabilities:			
BANK OF AMER/WESTGATE LOT	191,250.00	.0%	.0
BK OF AM/CREDIT FACILITY	2,500,000.00	.5%	.5
Total Investment Liabilities:	2,691,250.00	.6%	.6
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Deferred Tax Liabilities:			
DEF TAX LIAB-STK OPT ONLY	103,135,554.60	21.2	21.3
Total Deferred Tax Liabilities:	103,135,554.60	21.2	21.3
TOTAL LONG-TERM LIABILITIES	120,512,632.33	24.7	24.8
BUSINESS LIABILITIES			
Employer Taxes/Bus:			
FICA WITHHELD-EE (TX)	39,480.04	.0%	.0
FICA WITHHELD-LPL EE(TX)	4,977.14	.0%	.0
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# Kenneth L. & Linda P. Lay BALANCE SHEET ANALYSIS

As of: March 31, 2000

	<u>Balance</u>	% of Total Assets	% of Working Assets
FIT WITHHELD-EE (TX)	78,489.38	.0%	.0
FIT WITHHELD-LPL EE(TX)	8,456.00	.0%	.0
SIT WITHHELD-EE (MO)	355.20	.0%	.0
SIT WITHHELD-EE (HH-CO)	270.00	.0%	.0
Total Employer Taxes/Bus:	132,027.76	.0%	.0
Accrued FICA Tax/Business:			
FICA PAYABLE-ER (TX)	39,481.91	.0%	.0
FICA PAYABLE-LPL ER(TX)	4,977.14	.0%	.0
Total Accrued FICA Tax/Business:	44,459.05	.0%	0
TOTAL BUSINESS LIABILITIES	176,486.81	.0%	.0
TOTAL LIABILITIES	185,075,440.66	38.0	38.1
<u>NET WORTH</u>			
TOTAL NET WORTH	302,389,931.86	62.0	62.3
TOTAL LIABILITIES AND NET WORTH	487,465,372.52	100.0	